

RESOLUTION NO. 08-22

RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK AUTHORIZING THE ISSUANCE OF ITS REVENUE BONDS ON BEHALF OF THE COLBURN SCHOOL IN ONE OR MORE SERIES TO REFINANCE THE COSTS OF THE CONSTRUCTION, EQUIPPING AND FURNISHING OF CERTAIN ECONOMIC DEVELOPMENT FACILITIES, PROVIDING THE TERMS AND CONDITIONS FOR THE ISSUANCE OF THE BONDS AND OTHER MATTERS RELATING THERETO AND AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS

WHEREAS, the California Infrastructure and Economic Development Bank (the "Issuer") was established pursuant to the Bergeson-Peace Infrastructure and Economic Development Bank Act (California Government Code Section 63000 and following) (as now in effect and as it may from time to time hereafter be amended or supplemented, the "Act"), for the purpose of, among other things, providing financial assistance for the design, construction, financing and development of economic development facilities (as such term is defined in the Act) located in the State of California;

WHEREAS, The Colburn School, a California nonprofit public benefit corporation (the "Corporation"), has applied for the financial assistance of the Issuer (i) to refund, in whole or in part, the Issuer's Variable Rate Revenue Bonds (The Colburn School) Series 2006A and Series 2006B (the "2006 Bonds"), a portion of the proceeds of which were used to finance or refinance the construction, equipping and furnishing of certain improvements to The Colburn School of Performing Arts (the "School"), consisting of an approximately 384,000 square foot facility including a library, performance lab, rehearsal hall, studios, classrooms, practice rooms, a cafeteria, dormitory, outdoor plaza, parking facilities and related and appurtenant facilities (located at 201 South Olive Street, Los Angeles, California) and the renovation, furnishing and equipping of certain facilities within the School (located at 200 South Grand Avenue, Los Angeles, California) (collectively, the "Project"), (ii) to pay the costs of issuance incurred in connection with the issuance and sale of the Bonds (as defined below) and (iii) if the Corporation determines to issue bonds bearing interest at a fixed rate, fund a reserve fund;

WHEREAS, the Corporation requests the Issuer to issue bonds in one or more series, initially bearing interest at variable and/or fixed rates, to assist in financing the Project and for the other purposes specified in the second recital hereto, and has requested the Issuer to authorize the issuance of its California Infrastructure and Economic Development Bank Revenue Bonds (The Colburn School), Series 2008 (the "Bonds"), or such other name or names and with such series designations as may be necessary or desirable to conform to the terms of Bonds to be issued pursuant to the Indenture hereinafter mentioned in Section 2, in an aggregate principal amount outstanding not to exceed \$150,000,000;

WHEREAS, if the Corporation determines to refund less than all of the 2006 Bonds and convert a portion of the 2006 Bonds from a variable rate of interest to a fixed rate of interest, the Corporation requests the Issuer to execute a supplemental indenture (the "Supplemental

Indenture”) as authorized by the indenture executed and delivered in connection with the 2006 Bonds and such other documents as may be necessary to effect the conversion of a portion of the 2006 Bonds;

WHEREAS, approval of the terms of the Bonds and certain documents relating to the Bonds and the 2006 Bonds is now sought;

WHEREAS, there is now on file with the Secretary of the Issuer the following:

(a) a proposed form of the Loan Agreement (the “Loan Agreement”) to be entered into by and between the Issuer and the Corporation;

(b) a proposed form of the Indenture (the “Indenture”) to be entered into between the Issuer and Wells Fargo Bank, National Association, as trustee (the “Trustee”);

(c) a proposed form of Bond Purchase Agreement (the “Bond Purchase Agreement”) with respect to the Bonds, to be entered into by and among the Issuer, the Treasurer of the State of California, the Corporation, and Banc of America Securities LLC (the “Underwriter”);

(d) a proposed form of Official Statement with respect to the Bonds to be used in connection with the offering and sale of the Bonds;

(e) a proposed form of Conversion Bond Purchase Agreement (the “Conversion Purchase Agreement”) with respect to the 2006 Bonds, to be entered into by Banc of America Securities LLC (the “Remarketing Agent”), accepted and agreed to by the Issuer and approved by the Corporation; and

(f) a proposed form of Remarketing Circular with respect to the conversion of the 2006 Bonds to be used in connection with the reoffering of any 2006 Bonds not refunded with proceeds of the Bonds.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the California Infrastructure and Economic Development Bank, as follows:

Section 1. The form of Loan Agreement on file with the Secretary of the Issuer is hereby approved, and the Executive Director and the Chair of the Issuer, or the Chair’s designee, and each of them, acting alone, is hereby authorized and empowered to execute by manual or facsimile signature and deliver the Loan Agreement to the Corporation with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the delivery thereof. The Issuer further authorizes and approves the loan of the proceeds of the Bonds to the Corporation in order to finance the Project and for the other purposes stated in the second recital hereto pursuant to the terms and provisions of the Loan Agreement.

Section 2. The form of Indenture on file with the Secretary of the Issuer is hereby approved, and the Executive Director and the Chair of the Issuer, or the Chair’s designee, and each of them, acting alone, is hereby authorized and empowered to execute by manual or facsimile signature and deliver to the Trustee, and the Secretary of the Issuer is authorized to

attest thereto, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the delivery thereof. The dated date, maturity date or dates (but in no event later than 35 years from the date of issuance of the Bonds), interest payment dates, methods of determining interest rates, denominations, forms, provisions relating to any credit facility with respect to all or a portion of the Bonds, terms of tender, mandatory purchase and/or redemption and other terms of the Bonds shall be provided in the Indenture, provided that the maximum interest rate to be borne by any of the Bonds shall be as specified in the Indenture on file with the Secretary of the Issuer prior to this meeting.

Section 3. The proposed form of Bond Purchase Agreement on file with the Secretary of the Issuer is hereby approved, and the Executive Director and the Chair of the Issuer, or the Chair's designee, and each of them, acting alone, is hereby authorized and empowered to execute by manual or facsimile signature and deliver the Bond Purchase Agreement, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the delivery thereof. The Treasurer of the State of California is hereby authorized and requested to sell the Bonds in one or more series, at any time within one hundred eighty (180) days of the adoption of this Resolution, at negotiated sale, at such prices and at such initial interest rates as he may determine.

Section 4. The form of Official Statement on file with the Secretary of the Issuer is hereby approved. The Underwriter is hereby authorized to distribute copies of the Official Statement in preliminary form in connection with the offering of the Bonds with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by delivery thereof to the Underwriter. The preparation and delivery of the Official Statement in final form and its use by the Underwriter in connection with the sale of the Bonds is hereby approved. The final Official Statement shall be in the form of the preliminary Official Statement with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by delivery thereof to the Underwriter. The Underwriter is hereby authorized and directed to distribute copies of the final Official Statement to the purchasers of the Bonds.

Section 5. The proposed form of Conversion Purchase Agreement on file with the Secretary of the Issuer is hereby approved, and the Executive Director and the Chair of the Issuer, or the Chair's designee, and each of them, acting alone, is hereby authorized and empowered to execute by manual or facsimile signature and deliver the Conversion Purchase Agreement, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the delivery thereof.

Section 6. The form of Remarketing Circular on file with the Secretary of the Issuer is hereby approved. The Remarketing Agent for the 2006 Bonds is hereby authorized to distribute copies of the Remarketing Circular in preliminary form in connection with the reoffering of the 2006 Bonds with such changes and insertions therein as may be necessary to

cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by delivery thereof to the Remarketing Agent. The preparation and delivery of the Remarketing Circular in final form and its use by the Remarketing Agent in connection with the reoffering of the 2006 Bonds is hereby approved. The final Remarketing Circular shall be in the form of the preliminary Remarketing Circular with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by delivery thereof to the Remarketing Agent. The Remarketing Agent is hereby authorized and directed to distribute copies of the final Remarketing Circular to the purchasers of the 2006 Bonds.

Section 7. The Issuer approves the issuance of the Bonds in accordance with the terms of, and to be secured by, the Indenture, in an aggregate principal amount not to exceed \$150,000,000 outstanding at any time, to assist in financing the Project and for the other purposes stated in the second recital hereto. Payment of the principal of and premium, if any, and interest on the Bonds shall be made solely from payments made by the Corporation and the other sources expressly provided in the Indenture and the Bonds shall not be deemed to constitute a debt or liability of the Issuer or the State. The Executive Director and the Chair of the Issuer, or the Chair's designee, and each of them, acting alone, is hereby authorized and directed to execute, in the name and on behalf of the Issuer, by manual or facsimile signature, the Bonds in accordance with and in the form set forth in the Indenture.

Section 8. The Bonds, when so executed, shall be delivered to the Trustee for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate the Bonds so delivered by executing the certificate of authentication appearing thereon and to deliver the Bonds, when duly executed and authenticated, to the Underwriter in accordance with written instructions executed on behalf of the Issuer by the Executive Director or the Chair of the Issuer, or the Chair's designee, which instructions said officer is hereby authorized and directed, for and in the name of and on behalf of the Issuer, to execute and deliver to the Trustee. Such instructions shall provide for the delivery of the Bonds to the Underwriter upon payment of the purchase price therefor.

Section 9. Based upon representations made by the Corporation, the Board of Directors of the Issuer hereby finds and determines that:

- (a) the Project is located in the State;
- (b) the Corporation is capable of meeting its obligations under the Loan Agreement;
- (c) the payments to be made under the Loan Agreement are adequate to pay all current expenses of the Issuer in connection with the Bonds and to make all payments with respect to the Bonds when due;
- (d) the proposed financing is appropriate for the Project;
- (e) the Project demonstrates clear evidence of a defined public benefit; and
- (f) the Project is consistent with any existing local and regional comprehensive plans.

The finding in subsection (b), above, is based on the requirement that payment of principal and purchase price of and interest on the Bonds issued at a variable rate of interest will be secured by a credit facility and rated at least A2 by Moody's Investors Service or at least A by Standard & Poor's Ratings Services; provided, however that if any of the Bonds will be issued at a fixed rate of interest, such Bonds will be rated at least A2 by Moody's Investors Service or at least A by Standard & Poor's Ratings Services.

Section 10. The Board of Directors of the Issuer hereby finds and determines that the proposed financing complies with the criteria, priorities and guidelines adopted by the Issuer pertaining to the conduit issuance of revenue bonds.

Section 11. The Executive Director and the Chair of the Issuer, or the Chair's designee, and each of them, acting alone, is hereby authorized and empowered to execute by manual or facsimile signature and deliver a Supplemental Indenture to the Trustee, and the Secretary of the Issuer is authorized to attest thereto, in the event the Corporation elects to convert a portion of the 2006 Bonds to a fixed interest rate; provided, however that such Supplemental Indenture shall be limited to provisions relating to redemption, interest rates and maturity dates; and provided, further that a Favorable Opinion of Bond Counsel (as such term is defined in the indenture relating to the 2006 Bonds) to the effect that such Supplemental Indenture will not adversely affect the tax-exempt status on such 2006 Bonds shall be delivered to the Issuer prior to any such execution and delivery.

Section 12. The Executive Director and the Chair of the Issuer, or the Chair's designee, and each of them, acting alone, is hereby authorized to execute all documents, certificates and instruments necessary or appropriate to this transaction and the issuance and sale of the Bonds and the conversion of any 2006 Bonds not refunded with proceeds of the Bonds and any interest rate swap agreements in connection therewith.

Section 13. All actions heretofore taken by the officers and agents of the Issuer with respect to the approval, issuance and sale of the Bonds are hereby approved, confirmed and ratified, and the officials and officers of the Issuer and their authorized designees are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all certificates and documents that they, their counsel or bond counsel may deem necessary or advisable in order to consummate the issuance, sale and delivery of the Bonds and otherwise to effectuate the purposes of this Resolution.

Section 14. This Resolution shall take effect from and after its adoption.

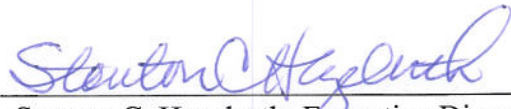
PASSED, APPROVED, AND ADOPTED at a meeting of the Board of Directors of the California Infrastructure and Economic Development Bank on July 22, 2008, by the following vote:

AYES: Berte, Sheehan, Rosenstiel, Saragosa, Rice


NOES: None

ABSENT: None

ABSTAIN: None

By 
Stanton C. Hazelroth, Executive Director

Attest:

By 
Roma Cristia-Plant, Secretary